

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT		1 CONTRACT ID CODE	PAGE OF PAGES 1 2	
2 AMENDMENT/MODIFICATION NO 000002	3 EFFECTIVE DATE See Block 16C	4 REQUISITION/PURCHASE REQ NO	5 PROJECT NO (if applicable)	
6 ISSUED BY NASA/Ames Research Center Acquisition Division M/S 241-1 Moffett Field CA 94035-0001	CODE ARC	7 ADMINISTERED BY (if other than item 6) NASA/Ames Research Center Acquisition Division M/S 241-1 Moffett Field CA 94035-0001	CODE ARC	
8 NAME AND ADDRESS OF CONTRACTOR (No. street, county, State and ZIP Code) AIRSHIP VENTURES, INC. NASA RESEARCH PARK BLDG 156 MOUNTAIN VIEW CA 94035-0345		(X) 9A AMENDMENT OF SOLICITATION NO	9B DATED (SEE ITEM 11)	
CODE 64G56 FACILITY CODE		X 10A MODIFICATION OF CONTRACT/ORDER NO NNA12AA90P	10B DATED (SEE ITEM 13) 05/04/2012	

11. THIS ITEM ONLY APPLIES TO AMENDMENTS OF SOLICITATIONS

The above numbered solicitation is amended as set forth in item 14. The hour and date specified for receipt of Offers is extended. is not extended. Offers must acknowledge receipt of this amendment prior to the hour and date specified in the solicitation or as amended, by one of the following methods: (a) By completing items 8 and 15, and returning _____ copies of the amendment; (b) By acknowledging receipt of this amendment on each copy of this offer submitted; or (c) By separate letter or telegram which includes a reference to the solicitation and amendment numbers. FAILURE OF YOUR ACKNOWLEDGEMENT TO BE RECEIVED AT THE PLACE DESIGNATED FOR THE RECEIPT OF OFFERS PRIOR TO THE HOUR AND DATE SPECIFIED MAY RESULT IN REJECTION OF YOUR OFFER. If by virtue of this amendment you desire to change an offer already submitted, such change may be made by telegram or letter, provided each telegram or letter makes reference to the solicitation and this amendment, and is received prior to the opening hour and date specified.

12. ACCOUNTING AND APPROPRIATION DATA (if required)

See Schedule

13. THIS ITEM ONLY APPLIES TO MODIFICATION OF CONTRACTS/ORDERS. IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED IN ITEM 14.

CHECK ONE	A. THIS CHANGE ORDER IS ISSUED PURSUANT TO (Specify authority) THE CHANGES SET FORTH IN ITEM 14 ARE MADE IN THE CONTRACT ORDER NO. IN ITEM 10A.
	B. THE ABOVE NUMBERED CONTRACT/ORDER IS MODIFIED TO REFLECT THE ADMINISTRATIVE CHANGES (such as changes in paying office, appropriation data, etc.) SET FORTH IN ITEM 14, PURSUANT TO THE AUTHORITY OF FAR 43.103(b).
X	C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF FAR 52.212-4 (c), Changes
	D. OTHER (Specify type of modification and authority)

E. IMPORTANT: Contractor is not. is required to sign this document and return _____ 1 _____ copies to the issuing office.

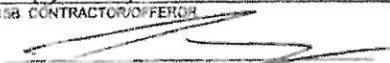
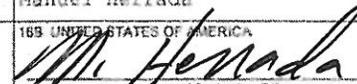
14. DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)

a. The purpose of this modification is to restructure Contract Line Item (CLIN) 0002 to more closely reflect the contractor's flight performance. This change does not negate contractor's responsibility under CLIN 0001 to fulfill all requirements for pre flight operations, for each flight.

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Continued ...

Except as provided herein, all terms and conditions of the documents referenced in Item 5A or 10A, as heretofore changed, remains unchanged and in full force and effect.

15A. NAME AND TITLE OF SIGNER (Type or print) <i>Brian Han CEO</i>	16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print) Manuel Herrada
15B. CONTRACTOR/OFFEROR 	15C. DATE SIGNED
16B. UNITED STATES OF AMERICA 	16C. DATE SIGNED 29 JUNE 2012

CHANGE FROM:

0002

This Contract Line Item (CLIN) is for research flight time only, as per Statement of Work. Contractor shall provide airship research flights (3 nominal, 4 maximum) to accomplish in-flight research activities: 18 cumulative on-station flight hours maximum, including airship position and velocity data collected from airship systems during each research flight hour.

Note: Transit flight hours from Fixed Base Operator (FBO) to initial flight position and from last research point back to FBO shall not be counted toward 18 hours of on-station research time.

CLIN 0002 \$108,000.00

CHANGE TO:

0002

This Contract Line Item (CLIN) is for research flight time only, as per Statement of Work. Contractor shall provide airship research flights to accomplish feasibility and research flight activities: 18 cumulative on-station flight hours maximum, including airship position and velocity data collected from airship systems during each feasibility and research flight hour.

Note: Transit flight hours from Fixed Base Operator (FBO) to initial flight position and from last research point back to FBO shall not be counted toward 18 hours of on-station research time. It is the contractor's responsibility to fulfill all requirements for pre-flight operations, for each flight. Flight hours are \$6,000 per hour; payments may be prorated if accomplished in $\frac{1}{4}$, $\frac{1}{2}$, or $\frac{3}{4}$ hour increments.

CLIN 0002 \$108,000.00

b. As a result, total contract price remains unchanged at \$147,540.00 Contract completion date remains 30 Sep 2012. All other terms remain unchanged.

c. In consideration of the modification agreed to herein as complete equitable adjustment for the restructure of line item 0002, the contractor hereby releases the Government from any and all liability under this contract for further equitable adjustments attributable to such facts or circumstances giving rise to this modification. -end-
